

BY-LAWS
OF
REFLECTIONS OF HILLSBOROUGH ASSOCIATION, INC.

ARTICLE I
NAME AND LOCATION

The name of the corporation is REFLECTIONS OF HILLSBOROUGH ASSOCIATION, INC., hereafter referred to as the "Association." The initial principal office of the corporation shall be located at 5100 W. Lemon Street, Suite 306, Tampa, Florida 33609 or such other place as is designated by the Board of Directors, but meetings of members and directors may be held at such places within Hillsborough County, Florida, as may be designated by the Board of Directors.

ARTICLE II
DEFINITIONS AND INTERPREATION

The definitions of capitalized terms used in these By-laws are the same as defined in the Declaration of Covenants, Conditions, and Restrictions for Reflections recorded in Hillsborough County, Florida ("Master Declaration") and are hereby incorporated by reference. These By-laws shall be used in conjunction with, and interpreted and explained by reference to the Articles of Incorporation of the Association, the Master Declaration and any specific Declaration of Covenants, Conditions and Restrictions created for a Neighborhood within Reflections, as Neighborhood is defined in the Master Declaration ("Neighborhood Declaration") including that certain Declaration of Covenants Conditions, and Restrictions for Bellefaire at Reflections, ("Bellefaire Declaration"). The Master Declaration, the Bellefaire Declaration and any other Neighborhood Declarations are collectively referred to as "Declarations".

ARTICLE III
MEMBERS AND MEETING OF MEMBERS

Section 1. Qualification for Membership. Qualification for Membership in the Association is set forth in the Articles of Incorporation.

Section 2. Voting Rights. Voting rights of the Members is set forth in the Declarations. During the Class "B" Control Period, Class B Members shall have weighted voting rights as set forth in the Declarations.

Section 3. Annual Meetings. The first annual meeting of the Members shall be held within the first ninety (90) days of the calendar year subsequent to the year of incorporation, and each subsequent regular annual meeting of the Members shall be held within the same calendar quarter each successive year. If the day for the annual meeting of the members is a legal holiday, the meeting will be held at the same hour on the first day following which is not a legal holiday.

Section 4. Special Meetings. Special meetings of the Members may be called at any time by the president or by the Board of Directors, or upon written request of the members who are entitled to vote one-fourth (1/4) of all of the votes of the Class A membership.

Section 5. Notice of Meetings. Written notice of each meeting of the members shall be given by, or at the direction of, the secretary or person authorized to call the meeting, by mailing a copy of such notice, postage prepaid, at least fifteen (15) days before such meeting to each Member entitled to vote thereat, addressed to the Member's address last appearing on the books of the Association, or supplied by such Member to the Association for the purpose of notice. Notice shall also be posted in a conspicuous place forty-eight (48) hours in advance of the meeting. Such notice shall specify the place, day and hour of the meeting, and, in the case of a special meeting, the purpose of the meeting.

Section 6. Quorum. The presence at the meeting of members entitled to cast, or of limited or general proxies entitled to cast, thirty percent (30%) of the votes of the Members shall constitute a quorum for any action except as otherwise provided in the Articles of Incorporation, the Declarations, or these By-laws. If, however, such quorum shall not be present or represented at any meeting, the members entitled to vote thereat shall have power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum as aforesaid shall be present or be represented. Unless otherwise provided in these By-Laws, the Articles of Incorporation or Declarations, decision shall be made by a majority of the voting interests represented at a meeting at which a quorum is present.

Section 7. Proxies. At all meetings of members, each Member may vote in person or by limited proxy. All proxies shall be in writing and filed with the secretary prior to its use. Every proxy shall be effective only for the specific meeting for which originally given and any lawfully adjourned meeting thereof. A proxy is not valid for a period longer than ninety (90) days after the date of the first meeting for which it was given. A proxy is revocable at any time at the pleasure of the Member who executes it. Limited proxies may also be used for votes taken to amend the Articles of Incorporation or these By-Laws or for any matter that requires or permits a vote of the members.

ARTICLE IV

BOARD OF DIRECTORS: SELECTION: TERM OF OFFICE

Section 1. Number and Qualification. During the Class "B" Control Period the Association shall be managed by a board of three (3) directors appointed by the Declarant. Thereafter the Board of Directors shall consist of either three (3) members or five (5) members as determined by the Members at each annual meeting, subject to Section 2 hereafter. Members of the Board of Directors need not be Members of the Association, but shall be at least eighteen (18) years of age in order to serve on the Board of Directors.

Section 2. Bellefaire Board Member. The Bellefaire section of the Reflections Subdivision has a separate set of Covenants, Conditions and Restrictions which governs the Bellefaire properties, which contain provisions unique to Bellefaire. As a result, at all times, and notwithstanding any other provision of these By-laws, Members owning Lots within Bellefaire shall be entitled to elect one member of the Board of Directors of the Association, after the termination of the Class "B" Control Period. This provision may not be changed, modified, or eliminated without the consent of all of the Members of Bellefaire.

Section 3. Term of Office. The term of office for all directors is one year. The initial directors of the Association set forth in the Articles of Incorporation shall hold office until the termination of the Class "B" Control Period or until the director is replaced by the Declarant. Thereafter, election of directors shall take place at each annual meeting.

Section 4. Removal and Replacement. Any director may be removed from the Board of Directors by the Declarant for any reason during the Class "B" Control Period and, thereafter, with cause, by a majority vote of the members of the Association. In the event of death, resignation or removal of a director, his successor shall be selected by the remaining members of the Board of Directors and shall serve for the unexpired term of his predecessor.

Section 5. Compensation. No director shall receive compensation for any service he may render to the Association. However, any director may be reimbursed for his actual expenses incurred in the performance of his duties.

ARTICLE V

NOMINATION AND ELECTION OF DIRECTORS

Section 1. During Class "B" Control Period. During the Class "B" Control Period the Declarant shall appoint the members of the Board of Directors, who shall serve at the pleasure of the Declarant. After the end of the Class "B" Control Period, nominations and election of members of the Board of Directors shall take place as provided in this Article.

Section 2. Nomination. Nomination for election to the Board of Directors shall be made by a Nominating Committee. Nominations may also be made from the floor at the annual meeting. The Nominating Committee shall consist of a Chairman, who shall be a member of the Board of Directors, and two or more members of the Association. The Nominating Committee shall be appointed by the Board of Directors prior to each annual meeting of the members, to serve from the close of such annual meeting until the close of the next annual meeting and such appointment shall be announced at each annual meeting. The Nominating Committee shall make as many nominations for election to the Board of Directors as it shall in its discretion determine, but not less than the number of vacancies that are to be filled. One vacancy shall at all times be filled by a Member owning a Lot within Bellefaire and the nominating committee shall separate nominations into two groups, the Association at large, and Bellefaire. Members within Bellefaire may run for an at large position or a Bellefaire position, but may be elected only for one position. Except for the requirement of Article IV, Section 2, such nominations may be made from among members or non-members.

Section 3. Election. Election to the Board of Directors shall be by secret written ballot. All Members shall vote for the at-large Directors. Only Bellefaire Members may vote for the Board Member serving for the Bellefaire Section. At such election the Members may cast, in respect to each vacancy, as many votes as they are entitled to exercise under the provisions of the Declaration. The persons receiving the largest number of votes shall be elected. Cumulative voting is not permitted. At the first Member's meeting wherein the Members other than the Class B Members are entitled to vote for Directors, the Class B Member(s) shall not cast any votes for Directors.

Section 4. Use of Proxy. For election of members of the Board of Directors, members shall vote in person at a meeting of the members or by a ballot that the Member personally casts.

ARTICLE VI

MEETINGS OF DIRECTORS

Section 1. Meetings. The Board of Directors shall have power to:

(a) adopt and publish rules and regulations governing the use of the Common Area and facilities, and the personal conduct of the members and their guests thereon, and to establish penalties for the infraction thereof;

(b) suspend the voting rights and rights to use of the Common Area of a Member during any period in which such Member shall be in default in the payment of any assessment levied by the Association. Such rights may also be suspended after notice and hearing, for a period not to exceed sixty (60) days for infraction of published rules and regulations;

(c) exercise for the Association all powers, duties and authority vested in or delegated to the Association and not reserved to the membership by other provisions of these By-laws, the Articles of Incorporation, or the Declarations;

(d) declare the office of a member of the Board of Directors to be vacant in the event such member shall be absent from three (3) consecutive regular meetings of the Board of Directors; and

(e) employ a manager, an independent contractor, or such other employees as they deemed necessary, and to prescribed their duties.

Section 2. Duties. It shall be the duty of the Association, by and through the Board of Directors, to:

(a) cause to be kept a complete record of all its acts and corporate affairs and to present a statement thereof to the members at the annual meeting of the members, or at any special meeting when such statement is requested in writing by one-fourth (1/4) of the Class A members who are entitled to vote, at least ten (10) days prior to the meeting or special meeting; all such records to be retained for at least seven (7) years;

(b) supervise all officers, agents and employees of the Association, and to see that their duties are properly performed;

(c) as more fully provided in the Declarations, to:

(1) fix the amount of the annual assessment against each Lot at least thirty (30) days in advance of each annual assessment period;

(2) send written notice of each assessment to every Owner subject thereto at least thirty (30) days in advance of each annual assessment period;

(3) foreclose the lien against any Lot for which assessments are not paid within thirty (30) days after the due date or to bring an action at law against the Owner personally obligated to pay the same; and

(d) issue or to cause an appropriate officer to issue, upon demand by any person, a certificate setting forth whether or not any assessment has been paid. Reasonable charges may be made by the Board of Directors for the issuance of these certificates. If a certificate states an assessment has been paid, such certificate shall be conclusive evidence of such payment;

(e) procure and maintain adequate liability and hazard insurance on property owned by the Association;

(f) cause all officers or employees having fiscal responsibilities to be bonded, as it may deem appropriate;

(g) cause the Common Area to be maintained; and

(h) establish prior to the beginning of the fiscal year and prior to setting the assessments of the coming year, an annual budget for the Association, including maintenance of Common Area, and to establish reserve accounts for replacement of those parts of the Common Area which have a limited useful life span.

(i) initiate or defend litigation on behalf of the Association.

Section 3. Meetings. A meeting of the Board of Directors occurs whenever a quorum of the Board gathers to conduct Association business. All meetings of the Board of Directors are open to all members, except for meetings between the Board of Directors and its attorney with respect to proposed or pending litigation where the contents of the discussion would otherwise be governed by the attorney-client privilege. Notices of all Board of Directors meetings must be posted in a conspicuous place on the Property at least 48 hours in advance of a meeting, except in an emergency. In the alternative, if notice is not posted in a conspicuous place on the Property, notice of each Board of Directors meeting must be mailed or delivered to each Member at least 7 days before the meeting, except in an emergency. An assessment may not be levied at a Board of Directors meeting unless the notice of the meeting includes a statement that assessments will be considered and the nature of the assessments. Directors may not vote by proxy or by secret ballot at Board of Directors meetings, except that secret ballots may be used in the election of officers.

Section 4. Action Without A Meeting. Action required or permitted to be

taken at a Board of Directors' meeting or committee meeting may be taken without a meeting if the action is taken by all Members of the Board of Directors or of the committee. The action must be evidenced by one or more written consents describing the action taken and signed by each director or committee member. Action taken under this Section is effective when the last director signs the consent, unless the consent specifies a different effective date. A consent signed under this Section has the effect of a meeting vote and may be described as such in any document.

ARTICLE VII

OFFICERS AND THEIR DUTIES

Section 1. Enumeration of Offices. The officers of this Association shall be a president and vice-president, who shall at all times be members of the Board of Directors, a secretary, and a treasurer, and such other officers as the Board of Directors may from time to time by resolution create.

Section 2. Election of Officers. The election of officers shall take place at the first meeting of the Board of Directors following each annual meeting of the members.

Section 3. Term. The officers of this Association shall be elected annually by the Board and each shall hold office for one (1) year unless they shall sooner resign, or shall be removed, or otherwise disqualified to serve.

Section 4. Special Appointments. The Board of Directors may elect such other officers as the affairs of the Association may require, each of whom shall hold office for such period, have such authority, and perform such duties as the Board of Directors may, from time to time, determine.

Section 5. Resignation and Removal. Any officer may be removed from office with or without cause by the Board of Directors. Any officer may resign at any time by giving written notice to the Board of Directors, the president or the secretary. Such resignation shall take effect on the date of receipt of such notice or at any later time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 6. Vacancies. A vacancy in any office may be filled by appointment by the Board of Directors. The officer appointed to such vacancy shall serve for the remainder of the term of the officer he replaced.

Section 7. Multiple Offices. The offices of secretary and treasurer may be held by the same person. No person shall simultaneously hold more than one of any of the

other offices except in the case of special offices created pursuant to Section 4 of this Article.

Section 8. Duties. The duties of the officers are as follows:

President

(a) The president shall preside at all meetings of the Board of Directors; shall see that orders and resolutions of the Board of Directors are carried out; shall sign all leases, mortgages, deeds and other written instruments and shall sign all checks and promissory notes.

Vice-President

(b) The vice-president shall act in the place and stead of the president in the event of his absence, inability or refusal to act, and shall exercise and discharge such other duties as may be required of him by the Board of Directors.

Secretary

(c) The secretary shall record the votes and keep the minutes of all meetings and proceedings of the Board of Directors and of the members; keep the corporate seal of the Association and affix it on all papers requiring said seal; serve notice of meetings of the Board of Directors and of the members; keep appropriate current records showing members of the Association together with their addresses, and shall perform such other duties as required by the Board of Directors.

Treasurer

(d) The treasurer shall receive and deposit in appropriate bank accounts all monies of the Association and shall disburse such funds as directed by resolution of the Board of Directors; shall sign all checks and promissory notes of the Association; keep proper books of account; cause an annual audit of the Association books to be made by a public accountant at the completion of each fiscal year; and shall prepare or have prepared an annual budget and a statement of income and expenditures to be presented to the membership at its regular annual meeting, and deliver a copy of each to the members.

ARTICLE VIII

COMMITTEES

The Association shall appoint the following standing committees:

- a. An Architectural Control Committee, as provided in the Master Declaration, for all of Reflections. Any Member is eligible for appointment to this Committee.
- b. Neighborhood Architectural Control Committees, as provided in any Neighborhood governed by this Association rather than by a separate owners association. Only Members who own a Lot within the Neighborhood are eligible for appointment to the Committee for their respective Neighborhood. Initially, the Neighborhood Architectural Control Committee(s) shall consist of the Neighborhood Architectural Control Committee, as described in the Bellefaire Declaration. Except as provided in Subsection g below, only Owners of Lots within Bellefaire are eligible for appointment to the Bellefaire Neighborhood Architectural Committee..
- c. A three (3) member Budget Committee for Reflections, which shall be responsible for preparing and presenting the annual budget to the Board of Directors for those Association expenses to be shared by all the Owners in Reflections. Any Member is eligible for appointment to this Committee.
- d. A three (3) member Neighborhood Budget Committee for any Neighborhood which includes Limited Common Area as defined in the Master Declaration and is not governed by a separate owners association. Initially, the Neighborhood Budget Committee(s) shall consist of a Budget Committee for Bellefaire, which shall be responsible for preparing and presenting the annual budget to the Board of Directors for those Association expenses limited to the Owners in Bellefaire. Only Bellefaire Members are eligible for appointment to this Committee.
- e. A Nominating Committee, as provided in these By-Laws.
- f. In addition, the Board of Directors may appoint other committees as deemed appropriate in carrying out its purpose.
- g. Until termination of the Class "B" Control Period, Declarant may act in the capacity of all of the foregoing Committees, notwithstanding anything to the contrary herein.

ARTICLE IX

BOOKS AND RECORDS

Section 1. The books, records and papers of the Association shall at all times

during reasonable business hours, be subject to inspection by any Member. The Declaration, the Articles of Incorporation and the By-Laws of the Association shall be available for inspection by any Member at the principal office of the Association, where copies may be purchased at reasonable cost.

Section 2. Minutes of all meetings of members and of the Board of Directors shall be kept in a businesslike manner and shall be available for inspection by members, or their authorized representatives, and Board members at reasonable times subsequent to transfer of control of the Association to owners other than the Declarant. The Association shall retain these minutes for at least 7 years.

Section 3. The Association shall maintain each of the following items, when applicable, which shall constitute the official records of the Association:

- (a) A copy of the plans, specifications, permits, and warranties for the improvements to the Common Area, but not including the construction drawings of the individual homes and lots.
- (b) A copy of the By-Laws of this Association and of each amendment to the By-Laws.
- (c) A copy of the Articles of Incorporation of the Association, or other documents creating the Association, and of each amendment thereto.
- (d) A copy of the Declaration and each amendment thereto.
- (e) A copy of the current rules of the Association.
- (f) The minutes of all meetings of the Association, of the Board of Directors and of members, which minutes shall be retained for at least seven (7) years.
- (g) A current roster of all members and their mailing addresses, parcel identifications, and, if known, telephone numbers.
- (h) All current insurance policies of the Association or a copy thereof, which policies must be retained for a least seven (7) years.
- (i) A current copy of all contracts to which the Association is a party, including any management agreement, lease, or other contract to which the Association is a party or under which the Association has an obligation or responsibility. Bids for work to be performed shall also be considered official records and shall be maintained for a period of one (1) year.

(j) Accounting records for the Association and separate accounting records for each parcel, according to generally accepted accounting principles. All accounting records shall be maintained for at least seven (7) years. The accounting records shall be open to inspection by members or their authorized representatives at reasonable times. The failure of the Association to permit inspection of its accounting records by a Member or their authorized representatives entitles any person prevailing in an enforcement action to recover reasonable attorney's fees from the person in control of the books and records who, directly or indirectly, knowingly denied access to the books and records for inspection. The accounting records shall include, but are not limited to:

(1) Accurate, itemized, and detailed records of all receipts and expenditures.

(2) A current account and a periodic statement of the account for each Member of the Association, designating the name of the Member, the due date and amount of each assessment, the amount paid upon the account, and the balance due.

(3) All tax returns, financial statements, and financial reports of the Association.

(4) Any other records that identify, measure, record, or communicate financial information.

ARTICLE X

ASSESSMENTS

As more fully provided in the Declaration, each Member is obligated to pay to the Association all assessments as listed in the Declaration which are secured by a continuing lien upon the property against which the assessment is made. Any assessments which are not paid when due shall be delinquent. If the assessment is not paid within thirty (30) days after the due date, the assessment shall bear interest at the rate of eighteen percent per annum (18%) and the Association may bring an action at law against the Owner personally obligated to pay the same or foreclose the lien against the property, and interest, costs, and reasonable attorney's fees of any such action shall be added to the amount of such assessment, provided however, in no event shall this interest rate exceed the maximum allowed by law. No Owner may waive or otherwise escape liability for the assessments provided for herein by non-use of the Common Area or abandonment of his Lot.

ARTICLE XI

CORPORATE SEAL

The Association shall have a seal in circular form having within its circumference the name of the Association and within the center the word "Florida" and the year of incorporation.

ARTICLE XII

AMENDMENTS

Section 1. These By-Laws may be amended, at a regular or special meeting of the Board of Directors by the Board of Directors.

Section 2. In the case of any conflict between the Articles of Incorporation and these By-laws, the Articles shall control; and in the case of any conflict between the Declaration and the By-Laws, the Declaration shall control.

ARTICLE XIII

FNMA/FHA/VA APPROVAL

As long as there is a Class B membership, the following actions will require the prior approval of the Federal National Mortgage Association (FNMA), Federal Housing Administration (FHA) or Veterans Administration (VA):

- (a) Amendment of these Bylaws; or
- (b) Merger, consolidation and/or dissolution of the Association.

ARTICLE XIV

MISCELLANEOUS

The fiscal year of the Association shall begin on the first day of January and end on the 31st day of December of every year, except that the first fiscal year shall begin on the date of incorporation.

ARTICLE XV

RIGHT OF MEMBERS TO PEACEFULLY ASSEMBLE

All common areas serving any homeowner's association shall be available to members and their invited guests for the use intended for such areas. The entity or entities responsible for the operation of the common areas may adopt reasonable rules and regulations pertaining to the use of such common areas. No entity or entities shall unreasonably restrict any Member's right to peaceably assemble or right to invite public officers or candidate for public office to appear and speak in common areas.

Adopted pursuant to Organizational Minutes as of June 7, 2002.

EXHIBIT "D"

EXPANSION PROPERTY (TO INCLUDE REMAINDER OF UNIVERISTY
TRACT AND WIDE ANGLE TRACT)

EXHIBIT "D"

Westfield Parcel

A parcel of land in Section 17, Township 27 South, Range 18 East, Hillsborough County, Florida, described as follows:

COMMENCE at the Southeast corner of said Section 17; thence along the East boundary of said Section 17, North 00°37'07" East, 765.00 feet for a POINT OF BEGINNING; thence continue along said East boundary North 00°37'07" East, 1,933.16 feet; thence North 89°30'56" West, 1,541.69 feet; thence North 13°27'57" East, 2,160.20 feet; thence North 79°09'03" West, 255.98 feet; thence South 51°52'29" West, 1,320.35 feet; thence North 89°30'11" West, 355.23 feet; thence South 08°34'22" East, 1,343.76 feet; thence North 89°30'11" West, 208.21 feet to a non-tangent curve; thence Southerly along said curve concave to the East, 728.44 feet, said curve having a radius of 866.53 feet, a central angle of 48°09'56", a chord bearing and distance, South 17°35'42" West, 707.18 feet to a point of compound curvature; thence Southeasterly along a curve concave to the Northeast 337.95 feet, said curve having a radius of 450.00 feet a central angle of 43°01'42", a chord bearing and distance, South 28°00'07" East, 330.06 feet to a point of reverse curvature; thence Southeasterly along a curve concave to the Southwest, 526.33 feet said curve having a radius of 575.00 feet, a central angle of 52°26'46", a chord bearing and distance, South 23°17'36" East, 508.15 feet to a point of tangency; thence South 02°55'47" West, 570.84 feet; thence South 59°02'22 West, 583.86 feet; thence North 89°37'09" West, 500.00 feet; thence South 00°24'07" West, 350.00 feet to the Northerly right-of-way boundary of VAN DYKE ROAD-COUNTY ROAD 685-A (80 foot right-of-way D.O.T. Section No. 1076-153); thence along said Northerly right-way boundary being 40.00 feet North of and parallel with the South boundary of Southwest one-quarter (SW ¼) of said Section 17, South 89°37'09" East, 886.20 feet; thence continue along said Northerly right-of-way boundary being 40.00 feet North of and parallel with the South boundary of the Southeast one quarter (SE ¼) of said Section 17, South 89°26'48" East, 929.15 feet; thence North 00°33'12" East, 435.60 feet; thence South 89°26'48" East, 1,513.54 feet; thence North 00°37'07" East, 289.40 feet; thence South 89°26'48" East, 225.00 feet to the POINT OF BEGINNING.

LESS AND EXCEPT:

A parcel of land lying in the Southeast one-quarter (SE ¼) of the Southwest one-quarter (SW ¼) of Section 17, Township 27 South, Range 18 East, Hillsborough County, Florida, more particularly described as follows:

COMMENCE at the Southeast corner of Southwest one-quarter (SW ¼) of said Section 17; thence North 00°28'01" East, a distance of 40.00 feet to the Northerly right-of-way boundary of VAN DYKE ROAD-COUNTY ROAD 685-A (80 foot right of way D.O.T. Section 1076-153); thence along said Northerly right-of-way boundary being 40.00 feet North of and parallel with the South boundary of the Southwest one-quarter (SW ¼) of said Section 17, North 89°37'09" West, a distance of 496.85 feet to the POINT OF BEGINNING; thence North 00°24'07" East, a distance of 350.00 feet; thence North 89°37'09" West, a distance of 264.10 feet to the proposed Southerly limited access right-

EXHIBIT "D" (Continued)

of-way boundary of the NORTHWEST HILLSBOROUGH EXPRESSWAY; thence along said proposed Southerly limited access right-of-way boundary South $54^{\circ}53'51''$ West, a distance of 153.86 feet; thence South $00^{\circ}24'07''$ West, a distance of 260.68 feet to the Northerly right-of-way boundary of VAN DYKE ROAD - COUNTY ROAD 685-A; thence along said Northerly right-of-way boundary South $89^{\circ}37'09''$ East, a distance of 389.35 feet to the POINT OF BEGINNING.

PLUS:

A parcel of land lying in the Southwest one-quarter (SW $\frac{1}{4}$) of the Southeast one-quarter (SE $\frac{1}{4}$) of Section 17, Township 27 South, Range 18 East, Hillsborough County, Florida, more particularly described as follows:

COMMENCE at the Southeast corner of the Southwest one-quarter (SW $\frac{1}{4}$) of said Section 17; thence North $00^{\circ}28'01''$ East, a distance of 40.00 feet to the Northerly right-of-way boundary of VAN DYKE ROAD-COUNTY ROAD 685-A (80 foot right-of-way D.O.T. Section No. 1076-153); thence along said Northerly right-of-way boundary being 40.00 feet North of and parallel with the South boundary of the Southeast one-quarter (SE $\frac{1}{4}$) of said Section 17, South $89^{\circ}26'48''$ East, a distance of 929.15 feet to the POINT OF BEGINNING; thence North $00^{\circ}33'12''$ East, a distance of 435.60 feet; thence South $89^{\circ}26'48''$ East, a distance of 195.64 feet; thence South $00^{\circ}33'12''$ West, a distance of 104.36 feet; thence South $89^{\circ}26'48''$ East, a distance of 104.36 feet; thence South $00^{\circ}33'12''$ West, a distance of 331.24 feet to the Northerly right-of-way boundary of VAN DYKE ROAD-COUNTY ROAD 685-A; thence along said Northerly boundary a distance of 300.00 feet to the POINT OF BEGINNING.

LESS AND EXCEPT:

A portion of Section 17, Township 27 South, Range 18 East, Hillsborough County, Florida, being more particularly described as follows:

COMMENCE at the Southeast corner of said Section 17; thence North $89^{\circ}26'48''$ West, 2,666.92 feet along the South boundary line of the Southeast one-quarter (SE $\frac{1}{4}$) of said Section ~~17~~ to the South one-quarter (S $\frac{1}{4}$) corner of said Section 17; thence North $00^{\circ}28'01''$ East, 40.00 feet to the Northerly right-of-way line of VAN DYKE ROAD-COUNTY ROAD 685-A and the POINT OF BEGINNING; thence North $89^{\circ}37'09''$ West, 496.85 feet along said North right-of-Way line; thence North $00^{\circ}24'07''$ East, 350.00 feet; thence South $89^{\circ}37'27''$ East, 110.65 feet; thence North $59^{\circ}02'22''$ East, 583.96 feet; thence North $02^{\circ}55'47''$ East, 330.13 feet to the Southerly right-of-way line of NORTHWEST (VETERANS) EXPRESSWAY PARCEL (8-3) R TRACT 2 per Order of Taking; thence along said Southerly right-of-way line the following course and curve: North $54^{\circ}54'08''$ East, 591.12 feet to the beginning of a curve concave to the Southeast having a radius of 2,421.46 feet; thence Northeasterly 227.49 feet along said curved right-of-way line through a central angle of $05^{\circ}22'58''$ (the chord bears North $57^{\circ}35'36''$ East, 227.40 feet) to a point on the Westerly boundary line of Ingress/Egress Easement Parcel 902 (8-3) per Order of Taking; thence along said Westerly Ingress/Egress boundary line the following three (3) courses: South $15^{\circ}40'20''$ West, 1,037.83 feet; thence South $62^{\circ}30'15''$ West, 309.87 feet; thence South $00^{\circ}28'15''$ West, 304.50 feet to said Northerly right-of-way line of VAN DYKE ROAD-COUNTY ROAD 685-A; thence

EXHIBIT "D" (Continued)

North 89°26'48" West, 251.73 feet along said Northerly right-of-way line to the POINT OF BEGINNING.

LESS AND EXCEPT THE FOLLOWING:

Parcel (8-3)R 9-11-92

That part of Section 17, Township 27 South, Range 18 East, Hillsborough County, Florida, more particularly described in the following five (5) tracts:

TRACT 1: FEE SIMPLE LIMITED ACCESS RIGHT-OF-WAY

COMMENCE at the Southeast corner of the Southeast one-quarter (SE ¼) of Section 17, Township 27 South, Range 18 East, Hillsborough County, Florida; thence North 0°36'30" East, along the East boundary of said Southeast one-quarter (SE ¼), a distance of 2,040.13 feet to the POINT OF BEGINNING thence continue North 00°36'30" East, along said East boundary, a distance of 256.80 feet; thence South 77°23'31" West, 1,295.54 feet to the point of curvature of a curve that is concave Southeasterly, having a radius of 2,671.48 feet; thence along the arc of said curve, a chord bearing and distance of South 72°16'56" West, 475.85 feet; thence South 15°48'28" West, 331.38 feet to a non-tangent point on a curve that is concave Southeasterly, having a radius of 2,421.48 feet; thence along the arc of said curve, a chord bearing and distance of North 69°49'53" East, 637.20 feet to the point of tangency of said curve; thence North 77°23'31" East, 1,236.83 feet to the POINT OF BEGINNING, subject to a 15 foot TAMPA ELECTRIC COMPANY Easement recorded in Official Records Book 3328, Page 1358, of the Public Records of Hillsborough County, Florida.

TRACT 2: FEE SIMPLE LIMITED ACCESS RIGHT-OF-WAY

COMMENCE at the Southeast corner of the Southeast one-quarter (SE ¼) of Section 17, Township 27 South, Range 18 East, Hillsborough County, Florida; thence North 00°36'30" East, along the East boundary of said Southeast one-quarter (SE ¼), a distance of 2,296.93 feet; thence South 77°23'31" West, 1,295.54 feet to the point of curvature of a curve that is concave Southeasterly, having a radius of 2,671.48 feet; thence along the arc of said curve, a chord bearing and distance of South 71°26'56" West, 553.22 feet to the POINT OF BEGINNING; thence continue along the arc of said curve, a chord bearing and distance of South 60°11'56" West, 494.18 feet; thence South 54°53'31" West, 400.95 feet to a point on the Easterly boundary curve of that property described in Official Records Book 5196, Page 1531, of the Public Records of Hillsborough County, Florida, said point being a non-tangent point on a curve that is concave Westerly, having a radius of 575.00 feet; thence along the arc of said curve, a chord bearing and distance of South 00°42'35" East, 73.05 feet to the point of tangency of said curve; thence South 02°55'56" West, along said Easterly boundary, a distance of 240.90 feet; thence North 54°53'31" East, 590.67 feet to the point of curvature of a curve that is concave Southeasterly, having a radius of 2,421.48 feet; thence along the arc of said curve, a chord bearing and distance of North 57°35'08" East, 227.61 feet; thence North 15°48'28" East, 341.01 feet to the POINT OF BEGINNING.

EXHIBIT "D" (Continued)

TRACT 3: FEE SIMPLE LIMITED ACCESS RIGHT-OF-WAY

COMMENCE at the Southeast corner of the Southeast one-quarter (SE $\frac{1}{4}$) of Section 17, Township 27 South, Range 18 East, Hillsborough County, Florida; thence North $89^{\circ}26'48''$ West, along the South boundary of said Southeast one-quarter (SE $\frac{1}{4}$), a distance of 2,666.92 feet to the Southwest corner of said Southeast one-quarter (SE $\frac{1}{4}$), and the Southeast corner of the Southwest one-quarter (SW $\frac{1}{4}$) of said Section 17; thence North $89^{\circ}37'00''$ West, along the South boundary of said Southwest one-quarter (SW $\frac{1}{4}$) a distance of 886.16 feet to a point on an extension of the West boundary of Parcel "B" as described in Official Records Book 5483, Page 1920, of the Public Records of Hillsborough County, Florida; thence North $00^{\circ}24'16''$ East, along said West boundary and extension thereof, a distance of 300.70 feet to the POINT OF BEGINNING; thence continue North $00^{\circ}24'16''$ East, along said West boundary, a distance of 89.30 feet; thence South $89^{\circ}37'00''$ East, 125.20 feet; thence South $54^{\circ}53'31''$ West, 153.81 feet to the POINT OF BEGINNING.

TOGETHER WITH all the rights of access, ingress, egress, light, air and view between the Grantor's remaining property and any facility constructed on the above described TRACTS 1, 2 and 3.

TRACT 4: FEE SIMPLE RIGHT-OF-WAY

COMMENCE at the Southeast corner of the Southeast one-quarter (SE $\frac{1}{4}$) of Section 17, Township 27 South, Range 18 East, Hillsborough County, Florida; thence North $00^{\circ}36'30''$ East, along the East boundary of said Southeast one-quarter (SE $\frac{1}{4}$), a distance of 2,296.93 feet; thence South $77^{\circ}23'31''$ West, 1,295.54 feet to the point of curvature of a curve that is concave Southeasterly, having a radius of 2,671.48 feet; thence along the arc of said curve, a chord bearing and distance of South $72^{\circ}16'56''$ West, 475.85 feet to the POINT OF BEGINNING; thence continue along the arc of said curve, a chord bearing and distance of South $66^{\circ}20'21''$ West, 77.72 feet; thence South $15^{\circ}48'28''$ West, 341.01 feet to a non-tangent point on a curve that is concave Southeasterly, having a radius of 2,421.48 feet; thence along the arc of said curve, a chord bearing and distance of North $61^{\circ}16'31''$ East, 84.17 feet; thence North $15^{\circ}48'28''$ East, 331.38 feet to the POINT OF BEGINNING. SUBJECT TO 30 foot Ingress-Egress Easement recorded in Official Records Book 3477, Page 1354; Official Records Book 3477, Page 1362; Official Records Book 3477, Page 1370; Official Records Book 3585, Page 204; Official Records Book 3585, Page 206; Official Records Book 3603, Page 363; Official Records Book 4266, Page 28; and Official Records Book 5618, Page 329; all of the Public Records of Hillsborough County, Florida.

TOGETHER WITH all the rights of light, air and view between the Grantor's remaining property and any facility constructed on the above-described TRACT 4.

TRACT 5: FEE SIMPLE RIGHT-OF-WAY

EXHIBIT "D" (Continued)

COMMENCE at the Southeast corner of the Southeast One-quarter (SE ¼) of Section 17, Township 27 South, Range 18 East, Hillsborough County, Florida; thence North 00°36'30" East, along the East boundary of said Southeast one-quarter (SE ¼), a distance of 1,645.72 feet to the POINT OF BEGINNING; thence North 81°15'10" West, 117.63 feet; thence North 63°37'14" West, 21.76 feet; thence South 17°39'00" West, 108.01 feet; thence North 77°21'00" West, 50.00 feet; thence North 17°39'00" East, 120.02 feet; thence North 63°37'14" West, 149.55 feet; thence North 59°13'55" West, 98.76 feet; thence North 61°52'43" West, 85.74 feet; thence North 82°44'52" West, 80.80 feet; thence North 77°12'12" West, 94.32 feet; thence South 38°02'05" West, 21.61 feet; thence South 58°24'05" East, 23.37 feet; thence South 31°35'55" West, 50.00 feet; thence North 58°24'05" West, 29.01 feet; thence South 38°02'05" West, 28.43 feet; thence South 35°11'04" West, 51.65 feet; thence West 39.78 feet; thence North 75.99 feet; thence South 86°47'40" West, 54.03 feet; thence South 22°53'29" West, 85.47 feet; thence West 49.46 feet; thence North 78°45'23" West, 65.67 feet; thence South 89°21'41" West, 80.43 feet; thence South 53°43'05" West, 92.64 feet; thence West 72.08 feet; thence South 27°50'07" West, 96.07 feet; thence South 42°47'22" East, 64.90 feet; thence South 47°12'38" West, 50.00 feet; thence North 42°47'22" West, 47.32 feet; thence South 27°50'07" West, 35.30 feet; thence South 44°23'24" West, 132.37 feet; thence North 36°34'18" West, 80.54 feet; thence North 23°20'34" West, 31.45 feet; thence North 85°13'57" East, 65.25 feet; thence North 45°36'21" West, 59.28 feet; thence North 87°24'33" West, 31.26 feet; thence North 51°01'48" West, 36.67 feet; thence North 24°20'35" West, 23.43 feet; thence South 74°41'44" West, 51.47 feet; thence North 59°04'20" West, 44.84 feet, to a non-tangent point on a curve that is concave Southeasterly, having a radius of 2,421.48 feet; thence along the arc of said curve, a chord bearing and distance of North 72°41'58" East, 396.19 feet to the point of tangency of said curve; thence North 77°23'31" East, 1,236.83 feet to a point on the East boundary of said Southeast one-quarter (SE ¼); thence South 00°36'30" West, along said East boundary, 394.41 feet to the POINT OF BEGINNING.

LESS AND EXCEPT THE FOLLOWING

DESCRIPTION: A parcel of land lying in Section 17, Township 27 South, Range 18 East, Hillsborough County, Florida, and being more particularly described as follows:

Commence at the Southeast corner of said Section 17, thence along the East boundary of said Section 17, N.00°37'03"E., 40.00 feet to the Northerly right-of-way line of VAN DYKE ROAD (COUNTY ROAD NO. 685-A); thence along said Northerly right-of-way line being 40.00 feet North of and parallel with the South boundary of the Southeast 1/4 of said Section 17, N.89°26'45"W., 1438.16 feet to the POINT OF BEGINNING; thence continue N.89°26'45"W., 769.14 feet; thence N.00°33'19"E., 1.66 feet; thence N.14°49'36"W., 85.59 feet; thence N.14°37'17"E., 90.84 feet; thence N.07°53'55"W., 88.08 feet; thence N.24°13'59"E., 29.38 feet; thence N.41°47'52"E., 122.39 feet; thence N.69°10'56"E., 40.21 feet; thence N.77°44'57"W., 22.88 feet to a point on the Easterly boundary of a 60.00 foot Non-Exclusive Ingress/Egress Easement as recorded in Official Records Book 7597, Page 502, Official Records Book 8406, Page 419, all of the Public Records of Hillsborough County, Florida, thence along said Easterly boundary the following two (2) courses: 1) N.62°30'18"E., 25.14 feet; 2) N.15°40'37"E., 233.69 feet;

EXHIBIT "D" (Continued)

thence S.74°19'23"E., 92.85 feet; thence S.38°22'12"E., 76.96 feet; thence S.63°22'52"E., 47.30 feet; thence S.74°28'36"E., 27.18 feet; thence N.67°25'05"E., 53.88 feet; thence N.61°41'32"E., 45.42 feet; thence N.42°46'55"E., 55.00 feet; thence N.86°38'21"E., 9.35 feet; thence N.83°04'09"E., 30.10 feet; thence N.85°35'00"E., 57.66 feet; thence N.80°43'06"E., 10.17 feet; thence S.30°31'23"E., 40.00 feet; thence S.57°49'47"E., 56.70 feet; thence S.46°25'19"E., 25.68 feet; thence S.69°26'06"E., 55.51 feet; thence S.05°14'21"W., 32.57 feet; thence S.26°36'11"W., 55.48 feet; thence N.89°26'45"W., 65.04 feet; thence S.00°33'15"W., 104.36 feet; thence S.89°26'45"E., 104.36 feet; thence S.00°33'15"W., 331.24 feet to the POINT OF BEGINNING.

EXHIBIT "D" (Continued)

DESCRIPTION:

A tract lying in Section 17, Township 27 South, Range 18 East, Hillsborough County, Florida, described as follows: From the Southeast corner of said Section 17, run North $0^{\circ}27'00''$ East along the East boundary of said Section 17 a distance of 3599.81 feet to a Point of Beginning; From said Point of Beginning, run South $88^{\circ}34'32''$ West a distance of 1316.87 feet; run thence North $13^{\circ}11'33''$ East a distance of 1271.42 feet; run thence South $68^{\circ}49'29''$ East a distance of 1107.39 feet to a point on the East boundary of said Section 17; run thence South $0^{\circ}27'00''$ West along said East boundary of Section 17 a distance of 805.14 feet to the Point of Beginning.

TOGETHER WITH:

A perpetual easement over and across the following described property for purposes of ingress and egress:

A tract in the East 1/2 of Section 17, Township 27 South, Range 18 East, Hillsborough County, Florida, described as follows:

From the Southeast corner of said Section 17, run North $00^{\circ}27'00''$ East along the East boundary of said Section 17, a distance of 40.0 feet to a point on the North right of way line of State Road No. S-685-A; run thence North $89^{\circ}38'41''$ West, parallel to the South boundary of said Section 17, and along said North right of way line, a distance of 2370.49 feet to a Point of Beginning; From said Point of Beginning, continue North $89^{\circ}38'41''$ West along said North right of way line a distance of 30.0 feet; run thence North $0^{\circ}16'22''$ East a distance of 295.50 feet; run thence North $62^{\circ}18'22''$ East a distance of 307.33 feet; run thence North $15^{\circ}35'52''$ East a distance of 1900.00 feet; run thence North $13^{\circ}48'52''$ East a distance of 394.12 feet to a concrete monument corner marker; run thence North $13^{\circ}11'33''$ East a distance of 2229.48 feet; run thence North $5^{\circ}44'00''$ West a distance of 485.27 feet to a point on the North boundary of the NE $\frac{1}{4}$ of said Section 17, which point is 1102.40 feet West of the Northeast corner of said Section 17; run thence South $89^{\circ}48'06''$ East along said North boundary of the NE $\frac{1}{4}$ of Section 17 a distance of 30.15 feet; run thence South $5^{\circ}44'00''$ East a distance of 487.24 feet; run thence South $13^{\circ}11'33''$ West a distance of 2227.31 feet; run thence South $13^{\circ}48'52''$ West a distance of 401.80 feet; run thence South $15^{\circ}35'52''$ West a distance of 1913.42 feet; run thence South $62^{\circ}18'22''$ West a distance of 174.24 feet; run thence Southwesterly along the arc of a curve to the left (radius - 212.98 feet) a distance of 230.49 feet (chord - 219.40 feet, chord bearing South $32^{\circ}17'22''$ West); run thence South $00^{\circ}16'22''$ West a distance of 149.50 feet to the Point of Beginning. All lying and being in Hillsborough County, Florida.

EXHIBIT "D" (Continued)

DESCRIPTION:

A tract in the East ½ of Section 17, Township 27 South, Range 18 East, Hillsborough County, Florida, being more particularly described as follows:

Commence at the Southeast corner of said Section 17, run N.00°37'03"E along the East boundary of said Section 17, a distance of 40.00 feet to a point on the Northerly right-of-way line of State Road No. S-685-A; run thence N.89°26'45"W., parallel to the South boundary of said Section 17 and along the Northerly right-of-way line, a distance of 2370.49 feet to the POINT OF BEGINNING; thence continue along said Northerly right-of-way line N.89°26'45"W., 30.00 feet; thence N.00°26'19"E., 294.19 feet; thence N.62°28'25"E., 307.33 feet; thence N.15°45'55"E., 1900.00 feet; thence N.13°58'55"E., 394.12 feet; thence N.13°21'36"E., 2161.02 feet; thence S.79°09'03"E., 5.10 feet; thence S. 80°50'06"E., 25.87 feet; to the Northwest corner of property described in Official Records Book 4266, Page 28, Public Records of Hillsborough County, Florida; thence along the West boundary thereof, S.13°22'28"W., 1271.50 feet; thence S.88°44'54"W., 0.60 feet; thence S.13°21'36"W., 891.64 feet; thence S.13°58'55"W., 394.75 feet; thence S.15°45'55"W., 1913.42 feet; thence S.62°28'25"W., 174.19 feet to a point of curvature; thence Southwesterly, 230.59 feet along the arc of a curve to the left having a radius of 212.98 feet and a central angle of 62°02'00" (chord bearing S.31°27'25"W., 219.49 feet); thence S.00°26'28"W., 148.15 feet to the POINT OF BEGINNING.

EXHIBIT "D" (Continued)

DESCRIPTION:

A tract in the East ½ of Section 17, Township 27 South, Range 18 East, Hillsborough County, Florida, being more particularly described as follows:

Commence at the Southeast corner of said Section 17, run N.00°37'03"E along the East boundary of said Section 17, a distance of 40.00 feet to a point on the Northerly right-of-way line of State Road No. S-685-A; run thence N.89°26'45"W., parallel to the South boundary of said Section 17 and along the Northerly right-of-way line, a distance of 2370.49 feet to the POINT OF BEGINNING; thence continue along said Northerly right-of-way line N.89°26'45"W., 30.00 feet; thence N.00°26'19"E., 294.19 feet; thence N. 62°28'25"E., 307.33 feet; thence N.15°45'55"E., 1900.00 feet; thence N.13°58'55"E., 394.12 feet; thence N.13°21'36"E., 2161.02 feet; thence S.79°09'03"E., 5.10 feet; thence S. 80°50'06"E., 25.87 feet; to the Northwest corner of property described in Official Records Book 4266, Page 28, Public Records of Hillsborough County, Florida; thence along the West boundary thereof, S.13°22'28"W., 1271.50 feet; thence S.88°44'54"W., 0.60 feet; thence S.13°21'36"W., 891.64 feet; thence S.13°58'55"W., 394.75 feet; thence S.15°45'55"W., 1913.42 feet; thence S.62°28'25"W., 174.19 feet to a point of curvature; thence Southwesterly, 230.59 feet along the arc of a curve to the left having a radius of 212.98 feet and a central angle of 62°02'00" (chord bearing S.31°27'25"W., 219.49 feet); thence S.00°26'28"W., 148.15 feet to the POINT OF BEGINNING.

EXHIBIT "C"

BY-LAWS OF THE ASSOCIATION